



GOVERNANCE & MANAGEMENT GUIDANCE FOR BOARD MEMBERS/CHARITY TRUSTEES



Introduction

1. Chanonry Sailing Club is a member only club run by members for the membership. While many members volunteer to undertake duties or other tasks, the club is managed by a board of elected members. The club's legal status is that of a Scottish Charitable Incorporated Organisation (**SCIO** – registered number SC049615). This means that the **board members are also charity trustees** which brings legal obligations although these are not onerous and are in-line with good governance. This document provides board members with **information and guidance** on how they should conduct their duties.

Background to the Club

2. The club was founded on 29 March 1956. Initially, the clubhouse was a 2nd World War nissen hut rented from the Fortrose Burgh Council which had agreed that the club could make use of the harbour. Soon after forming, the club affiliated to the Royal Yachting Association (**RYA**). The club took on the **formal administration of the harbour** in 1963 paying the burgh council £10 per year in lieu of harbour dues. In 1964 the Fortrose Council offered the club the **feu charter** covering the nissen hut and the current clubhouse is a result of 3 extensions to the original hut and a second feu charter to cover the forward extension. In **1975 the club agreed a formal 99-year lease** of the harbour, the area covered by the dinghy park and the east slipway, from the Fortrose Council. Of note, the harbour is a **grade B** listed structure and the entire club area is within a **conservation zone** which places limitations on developments.

Constitution

3. Board members need a working knowledge of the club constitution. The master copy, as approved by Office of the Scottish Charity Regulator (**OSCR**) on 16/09/2019, can be found on the club **OneDrive** in the **Governance folder** (the webmaster will provide board members with an access link - **Governance/SCIO Constitution**). **The sections on the board and decisions by charity trustees should be carefully studied.**

Duties of a Charity Trustee

4. The club constitution has a section called '**Charity trustees – general duties**', which covers the duties of the trustees and how to deal with conflicts of interest; it is important as a board member to study and understand this section. **OSCR** has produced a number of documents for charity trustees and several of these are available on the club OneDrive in the SCIO folder or at www.oscr.org.uk. Recommended reading is 'Charity Trustees – What you need to know, what you need to do' (filed the club OneDrive in in **Governance/Trustee**).

Club Deeds & Leases

5. The 2 **feu charters** granting the club land for the clubhouse are filed in the OneDrive **Governance/Deeds & Leases** folder; these contain a **number of conditions** – chiefly to keep the building in good condition, to insure the building and not to use the building in any way that may be a nuisance or injury to the amenity of the neighbourhood. There is also an 'exemption' clause which limits the club should it seek to dispose of the property.

6. The **lease** which covers the harbour, dinghy park and east slipway is also filed in the OneDrive **Governance/Deeds & Leases** folder together with an easier to read transcription. There are a number of **binding clauses** and board members should make themselves familiar with **clause 3** which makes it clear that the lease covers **leisure activities only** and that the public access must not be restricted although the club is allowed to charge for the use of the slipway. **Clause 4 prohibits the club from allowing commercial for profit operations.**

7. The club has a **moorings lease** with the Crown Estates and individual leases to members are granted via a formal lease which rolls forward annually unless either party (club or lease holders) gives the required notice to terminate (copy of wording on the OneDrive in the **Governance/Deeds & Leases** folder).

Club Affiliations

8. The club is a member or associated with the following organisations:

- a. The **RYA** (through an annual fee based on the membership size of the club).
- b. The Scottish Coastal Rowing Association (**SCRA**).
- c. The Scottish Council for Voluntary Organisations (**SCVO**).
- d. The Moray Firth Partnership.
- e. The Ross & Cromarty Sports Council.

9. The club is a RYA Recognised Training Centre (**RTC**). Recognition is vested personally in the Principal by name (known as the Training Principal within the club) and renewed annually subject to passing an inspection.

10. The club sponsors (a form of affiliation) the 1st Avoch **Sea Scouts** and the agreement is filed in the club OneDrive in **Governance/Sea Scouts** folder.

Club Policies

11. The club OneDrive has a folder entitled **Governance/Policies** which contains documents that board members should be aware of including:

- a. **Health & Safety** including safeguarding (child protection).
- b. Club **equality**.
- c. **Privacy** – General Data Protection Regulations (**GDPR**).
- d. **Trophies**.

Workings of Board

12. The constitution section '**Decision-Making by the Charity Trustees**' provides the governing rules on calling board meetings, defines a quorum, voting and the need for

minutes. It also requires trustees to produce and maintain written procedures for the governance and management of the organisation (this document – filed in the club OneDrive in **Governance/Trustees**).

13. The constitution section '**Administration**' provides the governing rules on delegation, operation of accounts and accounting records.

14. While most business is conducted by board meetings at the clubhouse (the constitution requires board members to be 'present in person'), the board can meet by teleconferencing when a meeting in person is not possible provided all other provisions of the constitution are followed. When matters require a **board decision between scheduled meetings**, straightforward matters can normally be resolved by email using the club board address (cscscioboard@googlegroups.com). Any decisions taken between meetings are **recorded by the Club Secretary** in the minutes of the following board meeting. The Club Secretary will prepare **draft minutes** as soon as possible after a meeting and these are sent in the first instance to the Commodore. Once the Commodore has approved the draft, it is then sent to all other **board members for comments** which may require the Club Secretary to update the draft. The **final draft is reviewed by the board as its next meeting**, corrected as required then approved, and then sent to the Webmaster to be **published on the website** (Members' area). The Club Secretary files the approved minutes on the club **OneDrive** (Secretary folder) and places a **printed copy** in a folder in the Clubroom bookcase.

15. The **club's account** is with the Bank of Scotland. It is a **dual signatory** account with the Treasurer as primary account holder and up to 3 board members also authorised to countersign. Most transactions are via **online banking**. The Treasurer schedules a payment, emails the counter signatories and one of them will check the details and 'countersign' and reply to all on the Treasurer's email so that everyone involved is informed that the process has been completed. The Treasurer also operates a **PayPal** account to receive payments.

16. **Non-routine and major financial commitments must be approved by the board** in advance. For routine expenditure, the Treasurer must be contacted in advance and if non-controversial they will approve the transaction and schedule a payment as per para 13 against an invoice, receipt or other proof of expenditure. If the Treasurer has any concerns about a transaction, they will refer the matter to the board for approval.

17. **Grant applications** on behalf of the club must be approved by the board in meeting except where constraints of time dictate that an application must be made in advance of the next following board meeting. In this case the application should be drawn-up and approved by two board members (separate from the draftee) and subsequently reported to the next following board meeting and minuted accordingly.

18. Documents of a long-term nature or that may prove useful in the future should be uploaded to the club **OneDrive**; if a board member is uncertain on how to do this, they should seek assistance from the Club Secretary or Webmaster.

19. It is essential that the **club calendar** on the website is kept up to date. The Webmaster can give permission to board members to update the calendar directly, otherwise the Club Secretary should be asked to make the update.

20. The board has various methods of **communicating** with members. Directed or general messages can be sent using the **DutyMan Mailer** to all those members with

an email address registered with DutyMan and who have subscribed to news updates. Training on using this facility is available from the Webmaster. **Formal messages** (eg AGM calling notices) can also be sent via DutyMan but the Club Secretary must then send printed copies by mail to members without registered email addresses. The club maintains 2 **Facebook** groups; 'Chanonry Sailing Club' and 'Chanonry Rowing' and these are useful but not exhaustive tools. Important messages can also be posted on to the club **website** (www.chanonry.org.uk) via the Webmaster.

21. Individual board members can have **functional email addresses** such as training@chanonry.org.uk which can be linked via the Webmaster to their personal email address. For **general enquiries**, the club has published info@chanonry.org.uk and this is linked to several board members who share any response between them that they make.

22. When communicating in writing, including email, externally to the club it is essential that reference to the **SCIO** is made. Normally this is done by the following text in a **footer**: Chanonry Sailing Club, Scottish Charitable Incorporated Organisation - SC049615.

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SCIO Working Group